

CERTIFICATION OF RESOLUTION

The undersigned, being the only members of St. John Residence LLC (the "Company"), do hereby certify that at a meeting of the Company duly called and held on September 6, 2023 the following resolutions were adopted:


"RESOLVED, that it is desirable and in the best interest of the Company, its creditors, and other interested parties, that a petition be filed by the Company commencing a case under Chapter 11 of title 11 of the United States Code; and it is further

"RESOLVED, that Ephraim Diamond, as Chief Restructuring Officer of the Company, is authorized to execute and verify a petition commencing a Chapter 11 case and to cause the same to be filed with the United States Bankruptcy Court for the Eastern District of New York at such time as he shall determine; and it is further

"RESOLVED, that Ephraim Diamond, as Chief Restructuring Officer of the Company, is authorized to execute and file all petitions, reorganization schedules, lists and other papers and to take any and all other actions which he may deem necessary or proper in connection with such Chapter 11 case, and that the Law Offices Of Isaac Nutovic be retained as bankruptcy counsel for the Company under a general retainer, in addition to such special counsel as may hereafter become necessary or proper to the successful conclusion of such Chapter 11 case"; and it is further

"RESOLVED that the Amended and Restated Limited Liability Company Operating Agreement of St Johns Residence LLC dated as of June __, 2018 is amended to provide that the duration of the Company is extended until December 31, 2024 or 9 months after the Company's Chapter 11 case is dismissed or closed, whichever is later."

Spencer Developers Inc., Member and Managing Member

By: 
Sigmund Freund, Authorized Signatory

Invo St. Johns Place LP., Member *and Managing partner*
By: Invo Management St Johns Place LP,
General Partner

By: 
Josef Liker, Authorized Signatory